

# **EXHIBIT 7**

111021000

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CERTIFICATE OF INCORPORATION

RESEARCH CENTER ON NATURAL CONSERVATION, INC.

Under Section 402 of the Not-for-Profit Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is RESEARCH CENTER ON NATURAL CONSERVATION, INC.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

To create, form and establish an organization to research innovative natural conservation methods; to hold, conduct and organize meetings, discussions and forums to consider community opinion or contemporary issues pertaining to the preservation of the environment; to foster and encourage interest and support for environmental protection issues; to study the effects of global warming on the environment in the future; to promote, foster and advance interest in the preservation of the environment for future generations. Nothing herein shall authorize the corporation to operate, maintain or manage a charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State.

FOURTH: In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort without limitation as to amount or value and to use, disburse or donate the income or principal thereof exclusively for charitable purposes; to receive, establish, and maintain a fund or funds of real or personal property, or both, and subject to any restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for charitable, scientific, and benevolent purposes either directly or by funding programs or projects that accomplish such charitable and benevolent purposes.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-for-Profit Corporation Law, Section 404(a)-(v), excluding (d).

FIFTH: The Corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The names and addresses of the initial directors of the corporation are as follows:

Jing Cao, 260 Middle Neck Road, Suite 1K, Great Neck, NY 11021

Katherine Mo, 260 Middle Neck Road, Suite 1K, Great Neck, NY 11021

Vincent Tianquan Mo, 260 Middle Neck Road, Suite 1K, Great Neck, NY 11021

SEVENTH: Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

NINTH: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt

from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

ELEVENTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: The office of the corporation is to be located in the County of New York.

THIRTEENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: Jing Cao, 260 Middle Neck Road, Suite 1K, Great Neck, NY 11021.

IN WITNESS WHEREOF, this certificate has been subscribed to this 21<sup>st</sup> day of September 2011 by the undersigned who affirms that the statements made herein are true under penalties of perjury.

Lawrence A. Kirsch

LAWRENCE A. KIRSCH  
INCORPORATOR  
90 State Street, Suite 815  
Albany, New York 12207

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation  
of RESEARCH CENTER ON NATURAL CONSERVATION, INC.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law,  
the Business Corporation Law, the Limited Liability Company Law or any other applicable  
statute.

This consent is issued solely for purposes of filing the annexed document by the  
Department of State and shall not be construed as approval by the Board of Regents, the  
Commissioner of Education or the State Education Department of the purposes or objects of such  
entity, nor shall it be construed as giving the officers or agents of such entity the right to use the  
name of the Board of Regents, the Commissioner of Education, the University of the State of  
New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is  
executed and the seal of the State Education  
Department is affixed.

JOHN B. KING, JR.  
Commissioner of Education

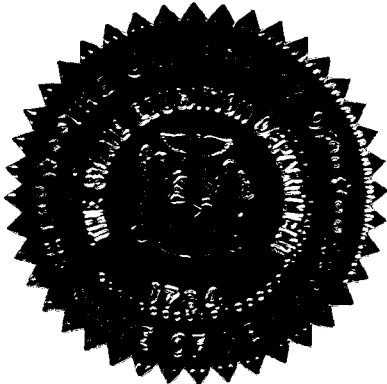
By:

Kathleen Marinelli  
Kathleen Marinelli

Commissioner's authorized designee

10/12/11  
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.**



**DRAWDOWN**

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**CERTIFICATE OF INCORPORATION**

**OF**


**RESEARCH CENTER ON NATURAL CONSERVATION, INC.**

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

OCT 21 2011

TAX \$ \_\_\_\_\_

BY: 

2011 OCT 21 AM 10:23

Filed by:

Jing Cao  
260 Middle Neck Road  
Suite 1K  
Great Neck, NY 11021

Nancy  
Type B

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**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION**

**OF RESEARCH CENTER ON NATURAL CONSERVATION, INC.**

(Under Section 803 of the Not-for-Profit Corporation Law)

Pursuant to the provisions of Section 803 of the Not-for-Profit Corporation Law, the undersigned corporation hereby makes the following statements for the purpose of amending its Certificate of Incorporation:

1. The name of the corporation is Research Center on Natural Conservation, Inc. (the "**Corporation**").

2. The date of filing of the Certificate of Incorporation with the Department of State is: October 21, 2011.

3. The law the corporation was formed under is Section 402 of the Not-for-Profit Corporation Law.

4. The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

5. The amendment effected by this Certificate of Amendment is as follows:

Paragraph 3 of the Certificate of Incorporation relating to the corporation's purposes is hereby amended to read in its entirety as follows:

*THIRD:* *The purpose or purposes for which the corporation is formed are as follows:*

*To create, form and establish an organization to research innovative natural conservation methods; to hold, conduct and organize meetings, discussions and forums to consider community opinion or contemporary issues pertaining to the preservation of the environment; to foster and encourage interest and support for environmental protection issues; to study the effects of global warming on the environment in the future; to promote, foster and advance interest in the preservation of the environment for future generations;*

*To acquire and use or to facilitate the acquisition and use by others, of environmentally sensitive real property, in whole or in part, for the purpose of maintaining such property for environmentally conscious uses such as creating conservation easements, leasing property to tenants which will ensure the continuation of low-impact property use,*



*taking board seats, trusteeships or other corporate governance or property management roles in or with organizations in order to ensure appropriate use of real property consistent with the corporation's conservation purposes or to take other actions intended to promote real property conservation and to avoid development which would be adverse to the corporation's natural conservation goals; provided, however, that no such property acquisition, facilitization, leasing, or other actions shall be structured in a manner to provide any private inurement or similar material benefit to any person which is not an entity which is tax exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.*

*Nothing herein shall authorize the corporation to operate, maintain, or manage a charter school, a nursery school, an elementary school, a secondary school, a college, university or to offer credit-bearing courses or degrees in New York State except and only to the extent specifically authorized by the New York State Board of Regents. The corporation and any school or educational program which it may conduct shall be subject to and comply with all of the statutory provisions, Rules of the Regents and Regulations of the Commissioner which would be applicable to a corporation created by the Regents pursuant to section 216 of the Education Law for the same purpose or purposes;*

*Within 30 days after receipt by the corporation of an order by the Board of Regents directing such action, the corporation shall cause to be filed with the Secretary of State a certificate of amendment to the certificate of incorporation deleting therefrom all provisions authorizing the corporation to operate such a school or educational program, and changing the corporate name, if necessary, to delete therefrom any word or words which indicate that the corporation operates such a school or educational program. Such an order of the Board of Regents shall be made only upon the same grounds and after the same procedures as are applicable to the revocation of a charter granted by the Regents pursuant to section 216 of the Education Law for the purpose of authorizing the corporation thereby created to operate a school or educational program.*

6. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: P.O. Box 51, Harriman New York, 10926.

7. The Certificate of Amendment was authorized by the unanimous vote of the board of directors. The corporation has no members.



IN WITNESS WHEREOF, the undersigned has signed this Certificate of  
Amendment this 25 day of May, 2017

  
[ Tran Quang Mo ]  
Chair of the Board

**THE ATTORNEY GENERAL HEREBY APPROVES  
THE FOREGOING CERIFICATE OF AMENDMENT  
FOR FILING WITH THE DEPARTMENT OF STATE**

  
**ASSISTANT ATTORNEY GENERAL**

8/8/17  
**DATE**

STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(General Use)**

Consent is hereby given to the filing of the annexed certificate of amendment

of Research Center on Natural Conservation, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is  
executed and the seal of the State Education  
Department is affixed.

MaryEllen Elia  
Commissioner of Education

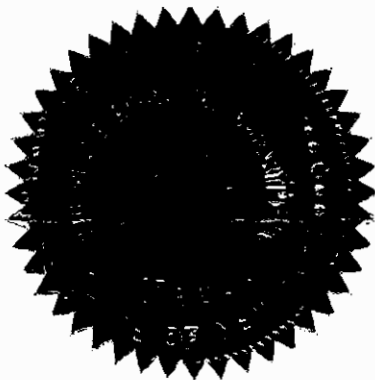
By:

Kathleen Marinelli  
Kathleen Marinelli

Commissioner's authorized designee

6/23/17  
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.**



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**Certificate of Amendment of the Certificate of Incorporation**

**Of**

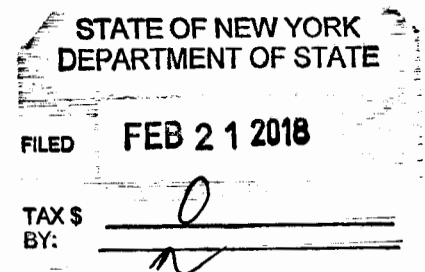
**Research Center on Natural Conservation, Inc.**

Under Section 803 of the Not-For-Profit Corporation Law

Filed by:

Name: Donna Lazarus, Esq.

Address: Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022



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